

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY
Caption in Compliance with D.N.J. LBR 9004-1

ARCHER & GREINER, P.C.

Gerard DiConza, Esq. (admitted *pro hac vice*)

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Counsel to CohnReznick Capital Markets Securities, LLC

In Re:

Garces Restaurant Group, Inc., d/b/a Garces Group, et al.,¹

Debtors.

Case No.: 18-19054 (JNP)

(Jointly Administered)

Chapter: 11

Hon. Jerrold N. Poslusny Jr.

Hearing Date and Time:
December 20, 2018 at 2:00 p.m.

Objection Deadline:
December 13, 2018

**NOTICE OF APPLICATION OF COHNREZNICK CAPITAL
MARKET SECURITIES LLC FOR INDEMNIFICATION
AND REIMBURSEMENT OF ITS COSTS**

PLEASE TAKE NOTICE that on December 20, 2018 at 2:00 p.m., or as soon thereafter as this matter may be heard, CohnReznick Capital Markets Securities, LLC (“**CRC**”), by and through its undersigned counsel, Archer & Greiner, P.C., hereby moves before the

¹ The Debtors in these cases and the last four digits of their employee identification numbers are: GRGAC1, LLC d/b/a Amada (7047); GRGAC2, LLC d/b/a Village Whiskey (7079); GRGAC3, LLC d/b/a Distrito Cantina (7109); GRGAC4, LLC (0542); Garces Restaurant Group, Inc. d/b/a Garces Group (0697); Latin Valley 2130, LLC; La Casa Culinary, LLC d/b/a Amada Restaurant (4127); Garces Catering 300, LLC d/b/a Garces Catering (3791); Latin Quarter Concepts, LLC d/b/a Tinto d/b/a Village Whiskey (0067); UrbanFarm, LLC d/b/a JG Domestic (3014); GR300, LLC d/b/a Volver (0347); GRG2401, LLC (7222); GRGChubb1, LLC (8350); GRGKC1, LLC; GRGWildwood, LLC (9683); and GRGNY2, LLC (0475); GRGDC2, LLC d/b/a Latin Market (8878); GRGBookies, LLC (4779); and GRGAC5, LLC (9937).

Honorable Jerrold N. Poslusny, Jr., United States Bankruptcy Judge, at the United States Bankruptcy Court, Mitchell H. Cohen U.S. Courthouse, 400 Cooper Street, 4th Floor, Camden, N.J. 08101, Courtroom 4C for entry of an Order approving the application (the “**Application**”) of CRC for indemnification and authorizing the Debtors to immediately pay and reimburse CRC up to \$25,000 for the fees and costs of defending its Fee Application and granting such other relief as is just and proper.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, shall be presented pursuant to the Order Establishing Case Management and Administrative Procedures [Docket No. 54] ("Case Management Order").

PLEASE TAKE FURTHER NOTICE that unless objections are timely filed and served, the Application shall be decided on the papers in accordance with D.N.J. LBR 9013-3(d), and the relief requested may be granted without further notice or hearing.

PLEASE TAKE FURTHER NOTICE that the undersigned requests oral argument on the return date of the Application if objections are timely filed.

Dated: November 29, 2018

Respectfully submitted,

ARCHER & GREINER, P.C.

By: /s/ Jerrold S. Kulback

Gerard DiConza, Esq.

(admitted *pro hac vice*)

Jerrold S. Kulback, Esq.

Lance A. Schildkraut, Esq.

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Securities, LLC*

215572134v1

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LLC*

In Re:

Garces Restaurant Group, Inc., d/b/a Garces Group, *et al.*,¹

Debtors.

Case No.: 18-19054 (JNP)

(Jointly Administered)

Chapter: 11

Hon. Jerrold N. Poslusny Jr.

**APPLICATION OF COHNREZNICK CAPITAL
MARKET SECURITIES LLC FOR INDEMNIFICATION
AND REIMBURSEMENT OF ITS COSTS**

**TO THE HONORABLE JERROLD N. POSLUSNY JR.,
UNITED STATES BANKRUPTCY JUDGE:**

CohnReznick Capital Market Securities, LLC (“CRC”), by its undersigned counsel, submits this Application for indemnification and reimbursement of its costs incurred in connection with defending its claims and rights to payment of fees and expenses, and in support of this

¹ The Debtors in these cases and the last four digits of their employee identification numbers are: GRGAC1, LLC d/b/a Amada (7047); GRGAC2, LLC d/b/a Village Whiskey (7079); GRGAC3, LLC d/b/a Distrito Cantina (7109); GRGAC4, LLC (0542); Garces Restaurant Group, Inc. d/b/a Garces Group (0697); Latin Valley 2130, LLC; La Casa Culinary, LLC d/b/a Amada Restaurant (4127); Garces Catering 300, LLC d/b/a Garces Catering (3791); Latin Quarter Concepts, LLC d/b/a Tinto d/b/a Village Whiskey (0067); UrbanFarm, LLC d/b/a JG Domestic (3014); GR300, LLC d/b/a Volver (0347); GRG2401, LLC (7222); GRGChubb1, LLC (8350); GRGKC1, LLC; GRGWildwood, LLC (9683); and GRGNY2, LLC (0475); GRGDC2, LLC d/b/a Latin Market (8878); GRGBookies, LLC (4779); and GRGAC5, LLC (9937).

Application, respectfully states that:

Introduction

1. By Order dated June 11, 2018 [Dkt No. 293] (the “**Retention Order**”), this Court approved the retention of CRC as the Debtor’s exclusive investment banker to, among other things, “assist with strategic investment banking services in connection with the marketing and sale process of substantially all of its assets as a going concern.” (*See* Debtors’ Application to Retain CRC [Dkt. No. 83] ¶ 3.)

2. Paragraph 2 of the Retention Order provides that CRC’s engagement is approved, pursuant to sections 327 and 328(a) of the Bankruptcy Code. (Retention Order ¶ 2.) Pursuant to paragraph 3 of the Retention Order, to get paid its fee, CRC was required to file fee applications in accordance with sections 330 and 331 of the Bankruptcy Code. (*Id.* ¶ 3.) Paragraph 3 makes clear, however, that any fee application filed by CRC “shall be subject to review only pursuant to the standards set forth in section 328(a) ..., *and shall not be subject to any other standard of review set forth in section 330*” (*Id.*) (emphasis added).

3. Paragraph 4 gives the U.S. Trustee, the Official Committee of Unsecured Creditors (the “**Committee**”) and M&T Bank the right to object to CRC’s fees based on “the reasonableness standard provided in section 330 of the Bankruptcy Code *consistent with other investment banking fees earned during an expedited §363 marketing process.*” (*Id.* ¶ 4) (emphasis added).

4. After consummation of the Debtors’ sale, CRC filed its First and Final Fee Application dated August 7, 2018 [Dkt. No. 420] (the “**Fee Application**”). CRC’s approved Engagement Agreement provides that CRC is entitled to its fee upon the sale of the assets. (*See* CRC Engagement Agreement Dkt. No. 83-2 ¶ 2(c) (authorizing fee upon sale of Debtors’ assets)). Pursuant to the terms of its engagement, as approved by the Retention Order, CRC sought approval

of its voluntarily reduced fee in the amount of \$318,006 and expenses of \$7,500. The \$318,006 in fees includes a \$50,000 pre-petition retainer previously paid to CRC.

5. Objections to the Fee Application were filed by the Committee [Dkt. Nos. 448 & 457], the U.S. Trustee [Dkt. No. 450] and M&T Bank [Dkt. No. 437]. The Objections did not seek to reduce the CRC fee based on the section 328(a) improvidence standard and did not argue that the fee was inconsistent with similar contingent fees charged by investment bankers in similar matters. Instead, the objecting parties sought to reduce the CRC fee based on the factors set forth in section 330, including time spent, rates and whether CRC conferred a benefit on the estates. As a result, CRC was required to retain the undersigned counsel (“**Archer**”) to address the Objections.

6. Upon its engagement in September 2018, Archer was required to immediately consult with CRC and Debtors’ counsel and review the pleadings filed as well as other documents pertaining to the Fee Application. In addition to addressing the Objections, Archer worked with CRC in addressing the discovery demands made by the Committee. After preparing and filing a reply to the Objections, Archer professionals prepared for the hearing to consider the Fee Application. In that connection, Archer met with and prepared Jeffrey R. Manning of CRC for his testimony provided at the hearing. On November 1, 2018, the undersigned counsel appeared and argued in support of the Fee Application. As set forth in CRC’s reply papers, and as was argued at the November 1 hearing, CRC was engaged pursuant to section 328(a) of the Bankruptcy Code and the section 330 objections should be limited to whether CRC’s fee was consistent with contingent investment banking fees under similar situations. Time, rates and benefit factors under section 330 were not relevant to the analysis. After several hours of testimony, the only evidence introduced supported CRC’s argument that its fee was consistent with contingent investment

banking fees charged in similar matters.² After the hearing, the Court took the matter under advisement and CRC awaits the Court's decision.

7. Through the end of October 2018, Archer's fees and expenses for services rendered in connection with CRC defending its Fee Application are \$14,028. A redacted copy of Archer's invoice for services through the end of October 2018 is annexed hereto as Exhibit A. Archer estimates additional fees and expenses of approximately \$7,500 for additional services rendered on CRC's behalf in connection with the Fee Application.³

Relief Requested

8. Paragraph 10(c) of the Retention Order provides, in pertinent part, that if CRC believes it is entitled to indemnification or reimbursement of its costs, it must file an application seeking such payment. By this Application, CRC seeks reimbursement of Archer's fees and expenses billed and to be billed for services rendered in connection with seeking approval of the Fee Application.

9. The Retention Order approved the indemnification provisions set forth in CRC's Engagement Agreement. Pursuant to those provisions, CRC is entitled to indemnification from the Debtors' estates as a result of and in connection with "claims, direct damages, losses and actual out-of-pocket reasonable expenses, *including court costs and reasonable attorneys' fees*" (CRC Engagement Agreement, Dkt. No. 83-2 ¶ 8.)

10. As a result of the Objections, CRC has incurred, and continues to incur, damages and losses, including attorneys' fees, in prosecuting and defending its Fee Application. CRC is entitled to reimbursement of those fees and expenses from the Debtors' estates.

² The evidence also supported awarding CRC's fee in full even if all the section 330 factors were considered.

³ Upon preparation and submission of additional invoices by Archer to CRC, redacted copies of those invoices will be filed on the Court docket.

Argument

11. Notwithstanding the ASARCO decision by the Supreme Court (*see Baker Botts v. ASARCO LLC*, 135 S. Ct. 2158 (2015) (holding that lawyers seeking payment under section 330 of the Bankruptcy Code may not recover fees for defending their fee applications)), CRC is entitled to indemnification and payment of attorneys' fees and costs incurred in defending its Fee Application as its retention was approved under section 328(a) of the Bankruptcy Code. *See In re Hungry Horse, LLC*, 574 B.R. 740, 747–48 (Bankr. D.N.M. 2017) (“The Court concludes that the contract exception to the American Rule remains viable in bankruptcy cases. In the Court's view, a properly drafted fee defense provision could be a “reasonable term” under § 328(a), violating neither the letter nor spirit of ASARCO.”); *In re Nortel Networks Inc.*, No. 09-10138(KG), 2017 WL 932947, at *9 (Bankr. D. Del. Mar. 8, 2017) (approving a fee indemnification dispute protection clause in a contract).

12. Pursuant to paragraph 8 indemnification provisions to the Engagement Agreement, CRC is entitled to reimbursement from the Debtors' estates for its reasonable out-of-pocket expenses, including reasonable attorneys' fees incurred in prosecuting and defending its Fee Application. CRC has incurred costs and attorneys' fees in the approximate amount of \$14,000 and continues to incur fees and expenses in addressing the Objections. As of this date and assuming no further litigation or appeals, CRC anticipates incurring attorneys' fees between \$20,000 and \$25,000 in connection with defending its Fee Application. CRC requests approval of its claim for such fees and costs and authorization for the Debtors to reimburse CRC up to \$25,000.⁴

WHEREFORE, for the reasons set forth herein, CRC respectfully requests entry of an order

⁴ CRC reserves the right to seek reimbursement of additional fees incurred in connection with pursuing its Fee Application.

approving its indemnification claim and authorizing the Debtor to immediately pay and reimburse CRC for the fees and costs of defending its Fee Application and granting such other relief as is just and proper.

Dated: November 29, 2018

ARCHER & GREINER, P.C.

By: /s/ Jerrold S. Kulback
Gerard DiConza, Esq. (admitted *pro hac vice*)
Jerrold S. Kulback, Esq.
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*Counsel to CohnReznick Capital Markets
Securities, LLC*

EXHIBIT A

215572595v1

ARCHER & GREINER

A PROFESSIONAL CORPORATION
COUNSELLORS AT LAW
ONE CENTENNIAL SQUARE
HADDONFIELD, NEW JERSEY 08033-0968
(856-795-2121)

JEFF MANNING
500 EAST PRATT STREET
SUITE 400
BALTIMORE, MD 21202

Invoice Number: 4138621
Invoice Date: 11/12/18
Matter Number: COH105.00961

COHN REZNICK CAPITAL MARKETS SECURITIES

G. DiConza

Re: GARCES RESTAURANT GROUP, INC.

For Professional Services Rendered through 10/31/2018 :

Date	Tkpr		Hours
09/21/18	GD	CRC: TC/emails Jeff Manning [REDACTED] (.3); TC/emails Parisi at Porzio re [REDACTED] (.3); review UCC objection and Manning Response (.4); Confer LAS re [REDACTED] (.3); Review/revise Porzio objection to UCC document request (.4); review UCC objection to fee, review J Manning draft response and revise same (.8)	2.50
09/21/18	LAS	Conference with G. DiConza re: [REDACTED]	0.10
09/21/18	LAS	Prepare pro hac vice motion for G. DiConza, supporting declaration and proposed order in the Garces Restaurant bankruptcy case.	1.50
09/21/18	LAS	Review objections of M&T Bank, Official Committee of Unsecured Creditors and United States Trustee to CohnReznick Capital's fee application and CohnReznick Capital's reply to the Official Committee of Unsecured Creditors' objection in the Garces Restaurant bankruptcy case.	1.00
09/21/18	LAS	Obtain objections of M&T Bank, Official Committee of Unsecured Creditors and United States Trustee to CohnReznick Capital's fee application and CohnReznick Capital's reply to the United States Trustee's objection in the Garces Restaurant bankruptcy case.	0.20
09/21/18	LAS	Email memo to G. DiConza re: [REDACTED] and United States Trustee's Objection to CohnReznick Capital's fee application and CohnReznick Capital's reply in the Garces Restaurant bankruptcy case.	1.00

COH105.00961 COHN REZNICK CAPITAL MARKETS SECURITIES

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Page 2

Date	Tkpr		Hours	
09/24/18	GD	CRC: Work on response to UST, UCC and M&T objections to CRC fee app (4); TC/emails J Manning re [REDACTED] (3); TC debtors' counsel re [REDACTED] (.2).	4.50	
09/24/18	LAS	Review reply to objections to CohnReznick Capital's fee application (.5); telephone call with G. DiConza re: [REDACTED] (.2).	0.70	
09/24/18	LAS	Prepare notice of appearance (.5); email to G. DiConza re: [REDACTED] (.1).	0.60	
09/24/18	LAS	Prepare service list for reply to objections to CohnReznick Capital's fee application (.5); email to G. DiConza re: [REDACTED] (.1).	0.60	
09/24/18	LAS	Prepare for service of reply to objections to CohnReznick Capital's fee application (.3); email to G. DiConza re [REDACTED] (.1).	0.40	
09/24/18	LAS	Revise pro hac vice motion for G. DiConza, supporting declaration and proposed order re: G. DiConza's comments.	0.30	
09/24/18	LAS	Finalize and prepare pro hac vice motion for G. DiConza, supporting declaration and proposed order for filing.	0.60	
09/24/18	LAS	File pro hac vice motion for G. DiConza. (NO CHARGE)	0.20	N/C
09/24/18	LAS	Finalize and prepare notice of appearance for filing.	0.20	
09/24/18	LAS	File notice of appearance. (NO CHARGE)	0.20	N/C
09/24/18	LAS	Finalize and prepare reply to objections to CohnReznick Capital's fee application for filing.	0.40	
09/24/18	LAS	File reply to objections to CohnReznick Capital's fee application.	0.10	
09/24/18	LAS	Coordinate service of pro hac vice motion for G. DiConza, notice of appearance and reply to objections to CohnReznick Capital's fee application.	0.30	
09/25/18	GD	CohnReznick: Review/revise finalize Response to UCC Doc Request.	1.00	
09/25/18	LAS	Telephone call with Judge Poslusny's chambers re: chambers' copies of pro hac vice motion for G. DiConza, notice of appearance and reply to objections to CohnReznick Capital's fee application.	0.10	
09/25/18	LAS	Coordinate service of response to Official Committee of Unsecured Creditors' document request.	0.20	
09/26/18	GD	CRC: Calls/emails with J Manning re [REDACTED] (.3); prep for hearing - review pleadings and other documents; draft outline (.7)	1.00	
09/26/18	LAS	Prepare certificate of service for pro hac vice motion for G.	1.00	N/C

COH105.00961 COHN REZNICK CAPITAL MARKETS SECURITIES

Invoice Number: 4138621

11/12/18

Page 3

Date	Tkpr		Hours	
		DiConza, notice of appearance and reply to objections to CohnReznick Capital's fee application. (NO CHARGE)		
09/26/18	LAS	File certificate of service for pro hac vice motion for G. DiConza, notice of appearance and reply to objections to CohnReznick Capital's fee application.	0.10	
09/26/18	LAS	Telephone calls with [REDACTED] (.2) and Judge Poslusny's chambers (.2) re: G. DiConza's appearance at hearing on CohnReznick Capital's fee application on 9/27/18.	0.40	
09/27/18	GD	CRC: prep for hearing re CRC fee app (1); participate on call with Court and emails/TC client re same (.6)	1.60	
09/27/18	LAS	Review ECF notice re: hearing on CohnReznick Capital's fee application on 11/1/18.	0.10	
09/27/18	LAS	Calendar hearing on CohnReznick Capital's fee application on 11/1/18. (NO CHARGE)	0.10	N/C
10/01/18	GD	Emails J Manning re [REDACTED]	0.20	
10/02/18	CEH	Coordinate payment of fees for G. DiConza admission pro hac vice.	0.60	
10/04/18	CEH	Coordinate payment and submission of documents to New Jersey Lawyers' Fund re: G. DiConza admission pro hac vice.	0.20	
10/05/18	CEH	Complete required forms and send payment to clerk's office and New Jersey Lawyers' Fund re: G. DiConza admission pro hac vice.	1.30	
10/16/18	GD	Review transcripts of sale hearings re bankruptcy court acceptance of Manning testimony.	0.30	
10/19/18	GD	Review J Manning spreadsheet of comparable deals re prep for Nov. 1 hearing.	0.20	
10/22/18	GD	Call with Diane V re M&T objection and potential resolution of objections (.2); review comparable orders/retention papers, review transcripts of sale hearings re prep for Nov 1 hearing (.5)	0.70	
10/23/18	GD	Meeting with J Manning re [REDACTED]	0.70	
10/23/18	GD	Review documents and prep for hearing on Nov. 1.	0.50	
10/26/18	GD	Prep for hearing on Nov 1; review IB transaction fees, terms and prep exhibits for hearing.	1.30	
10/29/18	GD	Prep for hearing on CRC fee app; review exhibits to be produced; work on hearing outline.	0.70	
10/30/18	GD	Call with R Parisi re [REDACTED]	1.60	

COH105.00961 COHN REZNICK CAPITAL MARKETS SECURITIES

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11/12/18

Page 4

<u>Date</u>	<u>Tkpr</u>		<u>Hours</u>
		(.2); TC D Vuocolo re proposed resolution (.2); TC J Manning re [REDACTED] (.1); prep for hearing - review objections, review exhibits, review/revise hearing outline (1.1).	
10/31/18	GD	Prep Manning testimony outline for fee hearing; prep outline of legal argument for fee hearing.	1.80
TOTAL HOURS			31.10

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	
G. DiConza	18.60 Hrs	655.00	
C. E. Hansen	2.10 Hrs	205.00	
L. A. Schildkraut (Paralegal)	8.90 Hrs	195.00	
L. A. Schildkraut (Paralegal)	1.50 Hrs	0.00	
CURRENT FEES			14,641.50
LESS NO CHARGE ITEMS			-292.50
CURRENT FEES			\$14,349.00

FOR COSTS ADVANCED AND EXPENSES INCURRED

PHOTOCOPYING - (176 @ \$0.20)	35.20
DISTRICT COURT FEES - VENDOR: CLERK, U.S.DISTRICT COURT; INVOICE#: LS100218; DATE: 10/2/2018 - LS - ADMISSION FEE FOR PRO HAC VICE MOTION	150.00
STATE FEES - VENDOR: NEW JERSEY LAWYER'S FUND; INVOICE#: LS100218-1; DATE: 10/2/2018 - LS - ANNUAL ASSESSMENT FOR ADMISSION PRO HAC VICE	212.00
CURRENT EXPENSES	\$397.20
LESS COURTESY DISCOUNT	(717.45)

TOTAL AMOUNT OF THIS INVOICE \$14,028.75

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY
Caption in Compliance with D.N.J. LBR 9004-1

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Counsel to CohnReznick Capital Markets Securities, LLC

In Re:

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Debtors.

Case No.: 18-19054 (JNP)

(Jointly Administered)

Chapter: 11

Hon. Jerrold N. Poslusny Jr.

Hearing Date and Time:
December 20, 2018 at 2:00 p.m.

**ORDER GRANTING APPLICATION OF COHNREZNICK CAPITAL
MARKET SECURITIES LLC FOR INDEMNIFICATION AND
REIMBURSEMENT OF ITS COSTS**

The relief set forth on the following pages, numbered two (2) through three (3) is

ORDERED.

¹ The Debtors in these cases and the last four digits of their employee identification numbers are: GRGAC1, LLC d/b/a Amada (7047); GRGAC2, LLC d/b/a Village Whiskey (7079); GRGAC3, LLC d/b/a Distrito Cantina (7109); GRGAC4, LLC (0542); Garces Restaurant Group, Inc. d/b/a Garces Group (0697); Latin Valley 2130, LLC; La Casa Culinary, LLC d/b/a Amada Restaurant (4127); Garces Catering 300, LLC d/b/a Garces Catering (3791); Latin Quarter Concepts, LLC d/b/a Tinto d/b/a Village Whiskey (0067); UrbanFarm, LLC d/b/a JG Domestic (3014); GR300, LLC d/b/a Volver (0347); GRG2401, LLC (7222); GRGChubb1, LLC (8350); GRGKC1, LLC; GRGWildwood, LLC (9683); and GRGNY2, LLC (0475); GRGDC2, LLC d/b/a Latin Market (8878); GRGBookies, LLC (4779); and GRGAC5, LLC (9937).

Page 2
Debtor: Garces Restaurant Group, Inc., d/b/a Garces Group, *et al.*
Case No.: 18-19054 (JNP)
Caption: ORDER GRANTING APPLICATION OF COHNREZNICK CAPITAL MARKET SECURITIES LLC FOR INDEMNIFICATION AND REIMBURSEMENT OF ITS COSTS

THIS MATTER, having been presented to this Court upon the Application (the “**Application**”)² of CohnReznick Capital Market Securities LLC (“**CRC**”) for Indemnification and Reimbursement of Its Costs; and the Court having jurisdiction to hear and determine this matter under 28 U.S.C. §§ 157 and 1334; and this matter being a core proceeding under 28 U.S.C. § 157(b); and venue of these cases and this matter in this District being proper under 28 U.S.C. §§ 1408 and 1409; and Court having reviewed the Application, and any responses thereto; and proper notice of the Application having been provided; and the relief requested by the Application being in the best interests of the Debtors' estates, their creditors, and all other parties in interest; and after due deliberation, and sufficient cause appearing; therefore,

IT IS HEREBY ORDERED THAT:

1. The Application is granted.
2. The indemnification claim of CRC is approved and the Debtors are directed to immediately pay and reimburse CRC for the fees and costs of defending its Fee Application.
3. The Debtors are authorized to take any action necessary or appropriate to implement this Order and give effect to the relief granted herein.

² Capitalized terms not defined in this Order shall have the meanings ascribed to those terms in the Application.

Page 3

Debtor: Garces Restaurant Group, Inc., d/b/a Garces Group, *et al.*

Case No.: 18-19054 (JNP)

Caption: ORDER GRANTING APPLICATION OF COHNREZNICK CAPITAL MARKET
SECURITIES LLC FOR INDEMNIFICATION AND REIMBURSEMENT OF ITS
COSTS

4. The Court retains jurisdiction to hear and determine any matter arising from or related to the Application or this Order, including its interpretation, enforcement, or implementation.

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